

**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	Ganesha Ecosphere Ltd.		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	As per Annexure		
Whether the acquirer belongs to Promoter/Promoter group	YES		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited.		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable*	% w.r.t. total diluted share/voting capital of the TC(**)
<b>Before the acquisition under consideration, holding of:</b>			
a) Shares carrying voting rights	86,09,061	56.69	44.89
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
d) Warrants/ <del>convertible securities/any other instrument</del> that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	7,11,875	-	3.71
e) Total (a+b+c+d)	93,20,936	56.69	48.61
<b>Details of acquisition/sale</b>			
a) Shares carrying voting rights <del>acquired/sold</del>	7,11,875	4.39	3.71
b) VRs <del>acquired/sold</del> otherwise than by shares	-	-	-
c) Warrants/ <del>convertible securities/any other instrument</del> that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) <del>acquired/sold</del>	-	-	-
d) Shares encumbered / <del>invoked/released</del> by the acquirer	-	-	-
e) Total (a+b+c+d)	7,11,875	4.39	3.71

<b>After the acquisition/sale, holding of</b>			
a) Shares carrying voting right	93,20,936	57.53	48.61
b) Shares encumbered with the acquirer			
c) VRs otherwise than by shares			
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
	-	-	-
e) Total (a+b+c+d)	93,20,936	57.53	48.61
Mode of acquisition / <del>sale</del> (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Preferential allotment		
Date of acquisition / <del>sale</del> of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	21 <sup>st</sup> February, 2015		
Equity share capital / total voting capital of the TC before the said acquisition / <del>sale</del>	Rs. 15,18,60,000/- divided into 1,51,86,000 Equity Shares of Rs. 10/- each.		
Equity share capital/ total voting capital of the TC after the said acquisition / <del>sale</del>	16,20,10,000 divided into 1,62,01,000 Equity Shares of Rs. 10/- each.		
Total diluted share/voting capital of the TC after the said acquisition	Rs. 19,17,68,770/- divided into 1,91,76,877 @Equity Shares of Rs. 10/- each.		

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(@) The reference to the Total Diluted Share/ Voting Capital means the total number of Equity shares in the TC assuming full conversion of the outstanding 2,50,000 Warrants and 31,07,500 CCPS convertible into 29,75,877 Equity Shares of Rs. 10/- each of the Target Company.



Signature of the acquirer / seller / Authorised Signatory

Place: *Kanpur*

Date: *24.02.2015*


**NAME(S) OF THE ACQUIRER AND PERSON ACTING IN CONCERT (PAC) WITH THE ACQUIRER**

Name of Allottee(s)	No. of Shares Allotted
Sandeep Khandelwal	85500
Ratna Sharma	53125
Vimal Sharma	156250
Seema Sharma	31250
Shyam Sunder Sharmma HUF	100000
Sharad Sharma HUF	78125
Vishnu Dutt Khandelwal HUF	37500
Rajesh Sharma HUF	23250
Yash Sharma	100000
Nirmal Khandelwal	46875
<b>TOTAL</b>	<b>711875</b>

**NAME(S) OF THE PERSON ACTING IN CONCERT (PAC) WITH THE ACQUIRER**

1. Shyam Sunder Sharmma
2. Vishnu Dutt Khandelwal
3. Sharad Sharma
4. Rajesh Sharma
5. Seema Sharma
6. Sandeep Khandelwal
7. Vimal Sharma
8. Ratna Sharma
9. Shyam Sunder Sharmma HUF
10. Sharad Sharma HUF
11. GPL Finance Ltd.
12. Sandeep Yarns Pvt. Ltd.
13. Vishnu Dutt Khandelwal HUF
14. Rajesh Sharma HUF
15. Nirmal Khandelwal
16. Yash Sharma

For and on behalf of PAC

  
(Authorised Signatory)

Place: Kanpur

Date: 24.02.2015